

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/31/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Meritain Health Network, Inc.		10/31/2006	CORPORATION: OHIO

**RECEIVING PARTY DATA**

Name:	Meritain Health, Inc.
Street Address:	300 Corporate Parkway
City:	Amherst
State/Country:	NEW YORK
Postal Code:	21202
Entity Type:	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Serial Number:	76353315	NABN
Serial Number:	76476544	GATEWAY HEALTH MANAGEMENT SERVICES
Serial Number:	73783592	DENTEMAX

**CORRESPONDENCE DATA**

Fax Number: (212)492-0562  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (212) 373-3562  
 Email: menakaplan@paulweiss.com, alee@paulweiss.com  
 Correspondent Name: Menachem Kaplan  
 Address Line 1: 1285 Ave. of the Americas  
 Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	17704-001
NAME OF SUBMITTER:	Menachem Kaplan

CH \$90.00 76353315

Signature:	/Menachem Kaplan/
Date:	02/15/2007
Total Attachments: 4 source=performax 9#page1.tif source=performax 9#page2.tif source=performax 9#page3.tif source=performax 9#page4.tif	

(#02)

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**November 7, 2006**



A handwritten signature in black ink, appearing to read "D. J. [unclear]", is written over the printed title.

*Special Deputy Secretary of State*

DOS-1266 (Rev. 11/05)

F061031000840

CERTIFICATE OF MERGER  
OF  
MERITAIN HEALTH NETWORK, INC.  
INTO  
MERITAIN HEALTH, INC.

Under Section 904 of the Business Corporation Law  
of the State of New York

The undersigned, being respectively, the President and the Secretary of Meritain Health, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of New York, and being respectively, the President and Secretary of Meritain Health Network, Inc., a foreign corporation duly organized and existing under and by virtue of the laws of the State of Ohio do hereby certify and set forth as follows:

FIRST: The name of each constituent corporations is as follows: Meritain Health, Inc. and Meritain Health Network, Inc.

SECOND: The name of the surviving corporation is Meritain Health, Inc., a corporation of the State of New York.

THIRD: The designation, number and voting rights of the outstanding shares of each class and series of the constituent corporation are as follows:

Meritain Health, Inc.

<u>Class</u>	<u>Number Issued</u>
Voting Common, \$.01 par value per share	2,000,000

Meritain Health Network, Inc.

<u>Class</u>	<u>Number Issued</u>
Voting Common, without value per share	500

FOURTH: The date when the Certificate of Incorporation of Meritain Health, Inc. was filed by the New York State Department of State is January 6, 1986, under the original name of North American Administrators, Inc.

FIFTH: The jurisdiction of incorporation of Meritain Health Network, Inc. is the State of Ohio, and the date of incorporation is October 10, 1988.

SIXTH: No application for authority to do business in New York has been filed by Meritain Health Network, Inc.

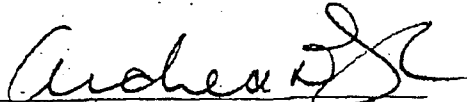
SEVENTH: The merger herein certified was authorized in respect **to the surviving & merged** corporation by written consent of the holders of all outstanding shares of the corporation entitled to vote on the plan of merger.

EIGHTH: The merger herein certified was authorized in respect of the merged constituent corporation in accordance with the laws of its jurisdiction of incorporation and is in compliance with said laws.

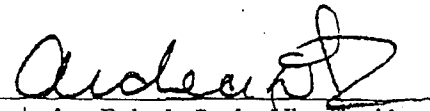
NINTH: The merger shall become effective on the 31<sup>st</sup> day of October, 2006.

IN WITNESS WHEREOF, we hereunto sign our names this 26<sup>th</sup> day of October, 2006.

MERITAIN HEALTH, INC.

By:   
Andrea Balogh, Senior Vice President  
and Secretary

MERITAIN HEALTH NETWORK, INC.

By:   
Andrea Balogh, Senior Vice President  
and Secretary

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CERTIFICATE OF MERGER

OF

MERITAIN HEALTH NETWORK, INC.

INTO

MERITAIN HEALTH, INC.

Under Section 904 of the Business Corporation Law  
of the State of New York

ICC  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED

OCT 31 2006

HISCOCK & BARCLAY, LLP  
1100 M&T Center  
3 Fountain Plaza  
Buffalo, New York 14203

TAX \$

BY:

*Eine*

**DRAWDOWN**

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